

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----X		

NOTICE OF ALLOWED ADMINISTRATIVE EXPENSE CLAIM

PLEASE TAKE NOTICE THAT:²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used herein shall have the meaning ascribed to such terms in the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5293) (the "**Plan**").

1. On October 15, 2019, the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (ECF No. 5370) (the “**Confirmation Order**”), approving, among other things, the Administrative Expense Claims Consent Program.

2. As announced by the Debtors on the record at the Confirmation Hearing on October 7, 2019, the Debtors, the Creditors’ Committee, and Pearl Global Industries, Ltd. (“**Pearl Global**”) have agreed to allow a single Administrative Expense Claim to Pearl Global in the aggregate amount set forth in **Exhibit A** without deduction or offset (the “**Allowed Administrative Expense Claim**”). Additionally, the Debtors have agreed to waive all preference action claims against Pearl Global. The Allowed Administrative Expense Claim resolves any and all motions for allowance or payment of the asserted Administrative Expense Claims listed in **Exhibit A** and all motions and/or objections filed with respect thereto are deemed withdrawn.³ The Debtors will update the claims register accordingly.

³ This includes, without limitation, *Response to Motion Joinder by Pearl Global Industries Ltd. to Motion by Winners Industry Co., Ltd. for Allowance and Payment of Administrative Expense Claims* (ECF No. 3258); *Motion for Payment of Administrative Expenses Motion by Pearl Global Industries Ltd. to Allow and Compel Payment of Administrative Expense Claim* (ECF No. 3604); *Debtors Omnibus Objection to Vendors Motions for Allowance and Payment of Administrative Expense Claims* (ECF No. 3883); *Reply by Pearl Global Industries Ltd. to Debtors’ Omnibus Objection to Vendors Motions for Allowance and Payment of Administrative Expense Claims* (ECF No. 3928).

3. In connection with the Allowed Administrative Expense Claim, Pearl Global has agreed, and shall be deemed, to Opt-In to the Administrative Expense Claims Consent Program.

Dated: November 18, 2019
New York, New York

/s/ Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

EXHIBIT A

Claim Numbers	Claimant	Allowed Amount
1445, 1452, 2687, 3174, 3305, 3313, 16366, 16468	Pearl Global Industries Ltd.	\$1,130,000